

**AMENDED & RESTATED BYLAWS  
OF  
FALLBROOK REGIONAL HEALTH DISTRICT (February 2020)**

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**ARTICLE I  
DEFINITIONS**

- 1.1 “Administrator” means the Executive Director or Chief Executive of the District.
- 1.2 "Board" means the Board of Directors of the District.
- 1.3 “Director” means an elected/appointed member of the Board of Directors.
- 1.4 "District" means the Fallbrook Regional Health District.
- 1.5 "Facilities" means the health care facilities and services operated by the District.

**ARTICLE II  
ORGANIZATION, POWERS AND PURPOSES**

- 2.1 ORGANIZATION. The District is a political subdivision of the State of California organized under the Local Health Care District Law, Division 23 of the Health and Safety Code.
- 2.2 GENERAL PURPOSES AND POWERS. The District is organized for the purposes described in the Local Hospital District Law and shall have and may exercise such powers in the furtherance of its purposes as are now or may hereafter be set forth in the Local Health Care District Law and any other applicable statutes, rules, or regulations of the State of California. The powers of the District include, but are not necessarily limited to, all of those powers authorized by Health and Safety Code Sections 32121 through 32138, inclusive.
- 2.4 DISSOLUTION. Any proposal for dissolution of the District shall be subject to confirmation by the voters of the District in accordance with Cortese-Knox Local Government Reorganization Act of 1985 (Gov. Code, § 56000 et seq.).

**ARTICLE III  
OFFICES**

- 3.1 PRINCIPAL OFFICE. The principal office of the District is hereby fixed and located at 138 South Brandon Road, Fallbrook, California 92028.

**ARTICLE IV**  
**BOARD**

- 4.1 **GENERAL POWERS.** The Board is the governing body of the District. All District powers shall be exercised by or under the direction of the Board. The Board is authorized to make appropriate delegations of its powers and authority to officers and employees. The Board shall evaluate the performance of its principal Administrator, as well as the Board's own performance.
- 4.2 **OPERATION OF FACILITIES.** The Board shall be responsible for the operation of all Facilities owned, leased, or operated by the District, according to the best interests of the public health, and shall make and enforce all rules, regulations, and bylaws necessary for the administration, government, protection, and maintenance of the Facilities under the Board's management and all property belonging thereto, and may prescribe the terms upon which patients may be admitted thereto.
- 4.3 **NUMBER AND QUALIFICATION.** The Board shall consist of five (5) members, each of whom shall be a registered voter residing in the District.
- 4.4 **ELECTION AND TERM OF OFFICE.** An election shall be held in the District on the first Tuesday after the first Monday in November in each even-numbered year, at which a successor shall be chosen to each Director whose term shall expire on the first Friday of December following such election. The election of Board members shall be an election by Zones pursuant to Health & Safety Code section 32499.3 and shall be consolidated with the statewide general election. The candidates receiving the highest number of votes in the Zones for the offices to be filled at the election shall be elected thereto. The term of office of each elected Board member shall be four (4) years or until the Board member's successor is elected and has qualified, except as otherwise provided by law in the event of a vacancy. An orientation shall be provided which familiarizes each new Board member with his or her duties and responsibilities, including the Board's responsibilities for quality care and the Facilities' quality assurance programs. Continuing education opportunities shall be made available to Board members.
- 4.5 **VACANCIES.** When a vacancy occurs on the Board of Directors, and except as otherwise specified by statute, the remaining Board members may fill any vacancy on the Board by appointment as outlined in Government Code Section 1780. An Appointed Board member must be a registered voter residing in the Zone in which the vacancy occurs.
- 4.6 **RESIGNATION OR REMOVAL.** Any Board member may resign effective upon giving written notice to the Chairman, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. The term of any member of the Board shall expire if the member is absent from three consecutive regular meetings or from three of any five consecutive meetings of the Board and if the Board by resolution

declares that a vacancy exists on the Board. All or any of the members of the Board may be recalled at any time by the voters following the recall procedure set forth in Division 16 of the Elections Code.

- 4.8 **COMPENSATION.** Each Director shall be compensated as authorized by the Local Health Care District Law (Health & Saf. Code, § 32103) at the rate of One Hundred Dollars (\$105) per meeting, with a limit of six (6) meetings per month. For purposes of this paragraph, the word “meeting” includes all regularly scheduled Board meetings, special Board meetings, Board committee meetings, and sanctioned meetings inclusive of events sponsored by other local governments at which the District is expected or is invited to be represented as an official participant; meetings and/or events of agencies of which the District is a member or a subscribing participant, including events presented or sponsored by the Association of California Healthcare Districts (“ACHD”), the California Special District’s Association (“CSDA”), and any Board-approved educational seminars, including attendance at periodic ethics and harassment training prescribed by Assembly Bill 1234. Additionally, included are any and all occasions that constitute the performance of official duties such as District-sponsored special events, activities promotional of District-sponsored events, and in conducting review and/or site visits of District grant program applicants or recipients.

## **ARTICLE V** **BOARD MEETINGS**

- 5.1 **BOARD MEETING.** A meeting of the Board is any congregation of a majority of the members of the Board at the same time and place to hear, discuss, or deliberate upon any item that is within the subject matter jurisdiction of the Board. A meeting is also the use of direct communication, personal intermediaries, or technological devices that is employed by a majority of the members of the Board to develop a collective concurrence as to action to be taken on an item by the members of the Board.
- 5.2 **REGULAR MEETINGS.** Regular meetings of the Board shall be held as follows:
- On the second Wednesday of each month at 6:00 p.m. at 138 S. Brandon Road, Fallbrook, California 92028; provided, however, that should said date fall upon a legal holiday, then the meeting shall be held at the same time on the next business day.
- 5.3 **ANNUAL ORGANIZATION MEETING.** The Board's annual organizational meeting shall be held on the second Wednesday in December at the place designated in a resolution by the Board. At that meeting, the Board shall organize by the election of one of its members as Chair, one as Vice-Chair, and one as Secretary. The Chair shall appoint a Treasurer who shall serve at the pleasure of the Board. The Board shall also fix the date, time, and location for the regular Board meetings for the ensuing year.
- 5.4 **SPECIAL MEETINGS.** A special meeting may be called at any time by the Board Chair or by a majority three-fifths (3/5<sup>th</sup>) of the Board members, by delivering personally or by mail written notice to each Board member and to each local newspaper of general

circulation, radio, or television station requesting notice in writing. Such notice must be delivered personally, by mail, or by electronic or digital means at least twenty-four (24) hours before the time of such meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at special meetings.

- 5.5 **QUORUM.** A majority of the members of the Board shall constitute a quorum for the transaction of business. The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board. No action shall be taken by secret ballot.
- 5.6 **ADJOURNMENT.** The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the Order of Adjournment. Less than a quorum may so adjourn from time to time. A copy of the Order or Notice of Adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within twenty-four (24) hours after the time of the adjournment.
- 5.7 **RULES AND REGULATIONS.** The Board may adopt rules, regulations, and standard procedures governing the Board, the District, and any District Facilities and programs. Any rules, regulations, or procedures shall not conflict with these Bylaws.
- 5.8 **MEMBERS OF THE PUBLIC.** The public shall be entitled to attend the open session portion of every Board meeting. Every agenda for regular meetings shall provide an opportunity for members of the public to address the Board on items of interest to the public that are within the jurisdiction of the Board, regardless of whether such items are on the current agenda. If a member of the public addresses an item within the Board's jurisdiction that is not on the agenda, the Board shall take no action respecting the item addressed by the member of the public. The Board may adopt reasonable regulations concerning the amount and duration of time individual speakers are permitted to address the Board. The Board shall not prohibit any speaker from raising public criticism of any District program or action taken by the Board, or public criticism of any District rule, regulation, or standard procedure.

## **ARTICLE VI**

### **BOARD COMMITTEES**

- 6.1 **APPOINTMENT.** All committees, whether standing or special (ad hoc), shall be appointed by the Board Chair and shall be comprised of not more than two (2) members of the Board of Directors and such additional members as may be appropriate. The chairman of each committee shall be appointed by the Chair. All committees shall be advisory only to the Board unless otherwise specifically authorized to act by the Board.
- 6.2 **STANDING COMMITTEES.** Standing Committees shall meet periodically. The District shall have the following Standing Committees:

Finance. This committee shall be responsible for review of budgetary and financial matters related to the District including the annual audit and community health contracts program. This committee shall also be responsible for review of the District investments and appraisal of market conditions relating to prudent investment of District funds. The Finance committee shall meet monthly.

Facilities. This committee shall be responsible for periodic inspection of buildings owned by the District and for review and consideration of real estate matters. The committee shall meet at least quarterly.

Strategic Planning. This committee shall determine health needs of the District residents and prioritize those needs, recommend long-term services and programs to address those needs. The committee shall meet at least quarterly.

Governmental and Public Engagement. This committee shall be responsible for monitoring of healthcare legislation and public policy and for advisement of the District Board of possible/probable impact on matters of the District as/when indicated and for the initiation of appropriate action as/when indicated. This committee shall be responsible for interface with other agencies, including other government levels, as well as the public; inclusive of speeches or public appearances, press releases, etc. for the purpose of edification of the District's position/action on matters within the jurisdiction of the District.

- 6.3 SPECIAL OR AD HOC COMMITTEES. A special or ad hoc committee is an advisory committee composed solely of the members of the Board, which are less than a quorum of the Board and which does not have continuing subject matter jurisdiction and does not have a meeting schedule fixed by resolution or formal action of the Board. Special or ad hoc committees may be appointed by the President for special tasks as circumstances warrant and upon completion of the task for which appointed such special or ad hoc committee shall stand discharged.
- 6.4 ADDITIONAL CONSULTANTS. A committee chairman may invite additional individuals with expertise in a pertinent area to meet with and assist the committee. Such consultants shall not vote or be counted in determining the existence of a quorum and may be excluded from any committee session.
- 6.5 MEETINGS AND NOTICE. Meetings of a committee may be called by the Chairman or President of the Board, the chairman of the committee, or a majority of the committee's voting members. Meetings and notice of all standing committees, and of any other committee, board, or other body, irrespective of their composition, whether permanent or temporary, decision-making or advisory, created by resolution or formal action of the Board, excluding special or ad hoc committees as defined in section 6.3 above, shall be noticed and held in accordance with the requirements of The Ralph M. Brown Act.

- 6.6 **QUORUM.** A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of such committee. Each committee shall keep minutes of its proceedings.
- 6.7 **MANNER OF ACTING.** The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee so meeting. No act taken at a meeting at which less than a quorum was present shall be valid unless approved in writing by the absent members. For special or ad hoc committees, action may be taken without a meeting by a writing setting forth the action so taken signed by each member of the committee entitled to vote.
- 6.8 **TENURE.** Each member of a standing committee shall hold office for a period of one (1) year or until a successor is appointed. Any member of a committee may be removed at any time by the Chairman or President subject to the consent of the Board. A member of the Board shall cease to hold committee membership upon ceasing to be a Board member.

## **ARTICLE VII**

### **OFFICERS**

- 7.1 **BOARD CHAIR.** The Board shall elect one of its members as Board Chair at the annual organizational meeting, and the Board Chair shall hold office until a successor is elected. In the event of a vacancy in the office of Board Chair, the Board may elect a new Chairperson. The Board Chair shall be the principal officer of the District and shall preside at all meetings of the Board. The Board Chair shall appoint all Board committee members and committee chairmen, shall consult with the Administrator in the preparation of meeting agendas, and shall perform all duties incident to the office and such other duties as may be prescribed by the Board from time to time.
- 7.2 **VICE CHAIR.** The Board shall elect one of its members as Vice Chair at the annual organizational meeting, and the Vice Chair shall hold office until a successor is elected. In the absence of the Board Chair the Vice Chair shall perform the duties of the Board Chair.
- 7.3 **SECRETARY.** The Board shall elect one of its members as Secretary at the annual organizational meeting, and the Secretary shall hold office until a successor is elected. The Secretary shall provide for or coordinate the keeping of minutes of all meetings of the Board. The Secretary shall give or cause to be given appropriate notices in accordance with these Bylaws, or as required by law, and shall authenticate all resolutions and other official reports and records of the District as needed.
- 7.4 **TREASURER.** The Board Chair shall appoint a Treasurer who shall serve at the pleasure of the Board. The Treasurer shall be charged with the safekeeping and disbursal of the funds in the treasury of the District. The Treasurer shall also serve as the chairman of the Finance Committee.

7.5 DISTRICT ADMINISTRATOR. The Board shall select and employ a District Administrator who shall serve as Executive Director or Chief Executive, and shall report to the Board. The Administrator be a full-time employee of the District and shall be responsible for the day-to-day administration of the District and the implementation of policies adopted by the Board. The Board shall develop, maintain, and periodically update a job description for the District Administrator, which job description shall outline in greater detail the functions and responsibilities of the Administrator's position with the District.

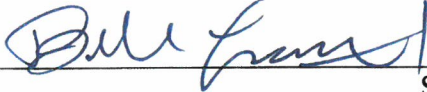
**ARTICLE VIII**  
**AMENDMENT**

These Bylaws may be amended or repealed by vote of at least three (3) members of the Board at any Board meeting. Such amendments or repeal shall be effective immediately, except as otherwise indicated by the Board.

SECRETARY'S CERTIFICATE

I, the undersigned, the duly appointed, qualified, and acting Secretary of the Board of Directors for the Fallbrook Regional Health District, do hereby certify that attached hereto is a true, complete and correct copy of the current Bylaws of Fallbrook Regional Health District, duly adopted by the Board of Directors on February 12, 2020.

Dated: February 12, 2020

  
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Secretary